

**MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF TRIGYN TECHNOLOGIES LIMITED HELD ON FRIDAY, SEPTEMBER 27, 2013 AT 3.30 P.M. AT HOTEL SUNCITY RESIDENCY 16TH ROAD, MIDC, MAROL ANDHERI (EAST), MUMBAI - 400 093.**

---

The following Directors were present:

- Mr. R. Ganapathi - Chairman and Executive Director  
Mr. Vivck Kharc - Chairman of the Audit Committee  
(Independent Director)  
Dr. B. R. Patil - Independent Director

The following were present from the management:

- Mr. Rohit Koli - Finance Manager  
Mr. Parthasarathy Iyengar - Company Secretary

Total Number of Shareholders as on Record Date i.e. September 19, 2013 was 12,895.

37 Members were present in person out of which 1 member i.e. United Telecoms Limited (Promoter of the Company) was represented by its Authorized Representative Mr. Rohit Koli under Section 187 of the Companies Act 1956 and no proxies were received by the Company.

1. Mr. R. Ganapathi, Chairman of the Board of Directors, occupied the Chair and presided over the Meeting.
2. As the required quorum was present, the Chairman called the Meeting to order.
3. The Chairman welcomed the members to the Meeting. The Chairman informed the Members that the Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 was available for inspection to them.

**CERTIFIED TRUE COPY**  
*For Trigyn Technologies Limited*

*Parthasarathy Iyengar*  
**Company Secretary**



4. The Chairman called upon the Company Secretary to read the Notice of this Annual General Meeting, which was read by the Company Secretary.
5. The Chairman then called upon the Company Secretary, to read the Auditors' Report, which was read by the Company Secretary.
6. Mr. Dharendra Champaklal Gandhi, having DP ID No.12011300 & Client ID 00243568 holding 6,344 equity shares of Rs.10/- each opposed and demanded Poll in respect of all the resolutions in the notice convocing Annual General Mecting.
7. Thereafter, the Chairman declared to conduct a Poll in respect of all resolutions Mr. Jehangir R. Batiwala having DP ID IN300351 & Client ID 10109668 holding 50 cquity shares of Rs.10/- each and Ms. Shobhana S. Mehta having DP ID IN300011 & Client ID 10161954 holding 25 equity shares of Rs.10/- each offered themselves to be as scrutinizers for the said Poll. The Chairman then appointed them as Scrutinizers for the said Poll.
8. The Scrutinizers and Sharepro Serviccs (India) Private Limited ("Sharepro"), Registrar and Share Transfer Agents of the Company conducted the Poll.
9. The volunteers of the Company circulated the Ballot Papers to the Members/Proxy/Authorised Representative (collectively referred as "Members") present at the Meeting. The Members were rquested to read the instructions mentioned on the Ballot Paper before casting votes. The Ballot Box to be used for the Poll, a rectangular box enclosed on all sides with a small slit on the top for casting of votes

**CERTIFIED TRUE COPY**  
*For Trtgyn Technologies Limited*

*Parthasarathy Iyengar*  
Company Secretary



was checked by the Scrutinizers and was placed on the dais before the Directors.

10. The Chairman, after ascertaining that all the Members present at the Meeting, had casted their votes, requested the Scrutinizers to seal the Ballot Box and sign the same for the purpose of identification. The sealed Ballot Box was handed over to the Scrutinizers for the purpose of verification of the Ballot Papers.
11. The Scrutinizers along with the officials of Sharepro verified the Ballot Papers for the following:
  - a) Whether the Ballot Paper has been cast by a registered Member of the Company.
  - b) Whether the signature and details of the Members on the Ballot Paper tallies with the specimen signature and details available with the Company.
  - c) Number of votes the Member is entitled to cast and the votes cast.
  - d) Whether any Member in respect of the same folio has polled more than one Ballot Paper and submitted their report to the Chairman.
12. Based on the report of the Scrutinizers, the Chairman reported the passing of following resolutions with "overwhelming majority" as indicated below;
13. Resolution No.1 - Ordinary Resolution:

Mr. Jehangir Rohinton Batiwala proposed the following Ordinary Resolution:

**CERTIFIED TRUE COPY.**  
*For Trigyn Technologies Limited*

*Parthasarathy Iyengar*  
Company Secretary



**"RESOLVED THAT** the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2013, and the Profit & Loss Account for the year ended on the date and the Reports of the Directors thereon submitted to this Meeting be and are hereby approved and adopted".

Mr. Anilkumar Champaklal Parekh seconded the above resolution.

The resolution was out to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	19	14210715	99.96
2	Votes "Against"	3	6350	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 1 of the Notice was passed with overwhelming majority.

14. Resolution No.2 – Ordinary Resolution:

Ms. Shobhana S. Mehta proposed the following Ordinary Resolution:

**"RESOLVED THAT** Dr. B. R. Patil be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

Mr. Rohinton Framroze Batiwala seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

**CERTIFIED TRUE COPY**  
For Trigyn Technologies Limited

*Parthasarathy Iyengar*  
Company Secretary



Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	20	14210716	99.96
2	Votes "Against"	2	6349	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 2 of the Notice was passed with overwhelming majority.

15. Resolution No.3 – Ordinary Resolution

Mr. Anilkumar Champaklal Parekh proposed the following Ordinary Resolution:

**"RESOLVED THAT** Mr. Ch. V. V. Prasad be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

Ms. Sandeepa J. Batiwala seconded the above resolution.

The resolution was out to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	19	14210715	99.96
2	Votes "Against"	3	6350	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 3 of the Notice was passed with overwhelming majority.

16. Resolution No.4 – Ordinary Resolution

Ms. Shobhana S. Mehta proposed the following Ordinary Resolution:

**"RESOLVED THAT** Dr. P. Raja Mohan Rao be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

**CERTIFIED TRUE COPY**  
For Trigyn Technologies Limited

*Parthasarathy Iyengar*  
Company Secretary



Ms. Sandeepa J. Batiwala seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	19	14210715	99.96
2	Votes "Against"	3	6350	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 4 of the Notice was passed with overwhelming majority.

17. Resolution No.5 – Ordinary Resolution

Mr. Rohinton Framroze Batiwala proposed the following Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Ford, Rhodes, Parks & Co., Chartered Accountants, the retiring Auditors, be and they are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration as may be mutually agreed upon by the Board of Directors in consultation with them plus reimbursement of service tax and actual out of pocket expense"

Mr. Dilip Dahyabhai Chhowala seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

**CERTIFIED TRUE COPY**

*For Trigyn Technologies Limited*

*Parthasarathy Iyengar*  
Company Secretary



Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	20	14210716	99.96
2	Votes "Against"	2	6349	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 5 of the Notice was passed with overwhelming majority.

18. Resolution No. 6 – Special Business – Ordinary Resolution

Mr. Dilip Dahyabhai Chhowala proposed the following Ordinary Resolution:

**"RESOLVED THAT** Mr. A. R. Ansari, who was appointed as an Additional Director by the Board of Directors with effect from August 14, 2013 and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 read with Article 131 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a shareholder proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

Mr. Jehangir Rohinton Batiwala seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	19	14210715	99.96
2	Votes "Against"	3	6350	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

**CERTIFIED TRUE COPY**

*For Trigyn Technologies Limited*

*Parthasarathy Iyengar*  
Company Secretary



Based on the above, the Resolution No. 6 of the Notice was passed with overwhelming majority.

19. Resolution No. 7 – Special Business – Ordinary Resolution

Mr. Jehangir Rohinton Batiwala proposed the following Ordinary Resolution:

**“RESOLVED THAT** Mr. Mohan Narayanan, who was appointed as an Additional Director by the Board of Directors with effect from August 14, 2013 and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 read with Article 131 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a shareholder proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

Mr. Shobhana S. Mehta seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes “FOR”	19	14210715	99.96
2	Votes “Against”	3	6350	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 7 of the Notice was passed with overwhelming majority.

**CERTIFIED TRUE COPY**  
For Trigyn Technologies Limited

*Parthasarathy Iyengar*  
Company Secretary





20. Resolution No. 8 – Special Business – Special Resolution:

The Chairman stated that since he is interested in next Item on Agenda, he requested Mr. Vivek Khare to take the Chair.

Thereafter, Mr. Vivck Khare occupied the Chair

Mr. Anilkumar Champaklal Parekh proposed the following Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 198, 269, 309, 311, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the provisions of the Articles of Association of the Company approval of the members of the Company is hereby accorded for appointment of Mr. R. Ganapathi as Chairman and Executive Director of the Company for a period of three years from April 1, 2012 to March 31, 2015, upon the principal terms and conditions set out in the explanatory statement attached hereto and the Agreement submitted to this meeting and initialed by the Chairman of the meeting for identification at following remuneration:

Salary –Rs. 50,00,000/- per annum (Rupees Fifty Lakhs Only per annum).

Perquisites: 1) Gratuity and Provident Fund as may be applicable, 2) Leave and encashment of unavailed leave as per the rules of the Company.

Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of the tenure of Mr. R. Ganapathi, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites as permitted under Schedule XIII of the Companies Act, 1956 above as minimum remuneration.

**CERTIFIED TRUE COPY**  
For Trigyn Technologies Limited

*Parthasarathy Iyengar*  
Company Secretary



**RESOLVED FURTHER THAT** Mr. R. Ganapathi shall not be subject to retirement by rotation under Sec 255 of the Companies Act, 1956 read with Article 124 of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Ms. Sandeepa J. Batiwala seconded the above resolution.

The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	20	14210716	99.96
2	Votes "Against"	2	6349	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 8 of the Notice was passed with overwhelming majority.

Mr. Vivek Khare requested Mr. R. Ganapathi to resume the Chair.

Thereafter, Mr. R. Ganapathi took the Chair.

21. Resolution No. 9 – Special Business – Special Resolution:

Mr. Anilkumar Champaklal Parekh proposed the following Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 198, 269, 309, 311, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the provisions of the Articles of Association of the Company

**CERTIFIED TRUE COPY**  
For Trigyn Technologies Limited

*Parthasarathy Iyengar*  
Company Secretary



approval of the members of the Company is hereby accorded for appointment of Ms. Bhavana Rao as an Executive Director of the Company for a period of three years from April 1, 2012 to March 31, 2015, upon the principal terms and conditions set out in the explanatory statement attached hereto and the Agreement submitted to this meeting and initialed by the Chairman of the meeting for identification at following remuneration:

Salary - Rs. 12,00,000/- per annum (Rupees Twelve Lakhs Only per annum).

Perquisites: 1. Gratuity and Provident Fund as may be applicable, 2) Leave and encashment of unavailed leave as per the rules of the Company.

Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of the tenure of Ms. Bhavana Rao, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites as permitted under Schedule XIII of the Companies Act, 1956 as minimum remuneration.

**RESOLVED FURTHER THAT** Ms. Bhavana Rao shall not be subject to retirement by rotation under Sec 255 of the Companies Act, 1956 read with Article 124 of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Ms. Sandeepa J. Batiwala seconded the above resolution.

**CERTIFIED TRUE COPY**  
*For Trigyn Technologies Limited*

*Parthasarathy Iyengar*  
Company Secretary



The resolution was put to vote by Poll. The result of the Poll was as follows:

Sr.	Particulars	Number of Votes	Votes Polled	Percentage
1	Votes "FOR"	20	14210716	99.96
2	Votes "Against"	2	6349	0.04
3	Invalid Votes	1	200	0.00
	Total No. of votes	23	14217265	100

Based on the above, the Resolution No. 9 of the Notice was passed with overwhelming majority.

The meeting was concluded with a vote of thanks to the Chair.

**CHAIRMAN**

**CERTIFIED TRUE COPY**  
For *Trigyn Technologies Limited*

*Parthasarathy Iyengar*  
Company Secretary

